

19 March 1979

MEMORANDUM FOR: President, Employee Activity Association
FROM : [REDACTED]
EAA Executive Officer
SUBJECT : Vacancy on EAA Board of Directors

1. Upon the retirement of [REDACTED] the Board
elected [REDACTED] to replace him. This action was
consistent with Article V, Section 4, of the By-laws, which
reads:

STATINTL

"Vacancies. Any vacancies in the Board of Directors, including a vacancy created by an increase in the number of Directors, may be filled for the unexpired term by the Directors then serving. Any Director so elected shall hold office until the next succeeding annual meeting of the members or until the election and qualification of his successor."

The last sentence of this Section is somewhat confusing, in that Board Members are not elected at annual meetings. They are elected according to Article V, Section 2, which reads:

"Election. The business and property of the corporation shall be managed and controlled by the Board of Directors, four of whom, representing four directorates to hold office until the election and qualification of their respective successors except as hereinafter otherwise provided for filling vacancies. The Directors of the social-cultural and the athletic directorates shall be elected in even-numbered years and the directors of the self-improvement and the special events directorates shall be elected in odd-numbered years. The Director of Personnel will appoint the member-at-large in odd-numbered years to serve for two years. Directors must be members of the corporation."

2. I raise this matter because [] retired STATINTL this month and we have a Board vacancy to fill. Inasmuch as his retirement comes at about the same time as the Annual Meeting (scheduled for 29 March) it appears that a special election by the Social Cultural Directorate is in order. If you agree with this interpretation of the By-laws we will arrange for that Directorate to elect their new representative on the Board.

STATINTL

INTL

AGREE:

Distribution:

- 0 - Return to C/BSD
- 1 - AD/Pers
- 1 - C/BSD (w/h)

STAT

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Bd. of Directors

SECRET file

ROUTING AND RECORD SHEET

SUBJECT: (Optional)

FROM

EXTENSION

NO.

OGC

7C40 Hqs.

DATE

3 April 1979

STAT

TO: (Officer designation, room number, and building)

DATE

OFFICER'S INITIALS

COMMENTS (Number each comment to show from whom to whom. Draw a line across column after each comment.)

RECEIVED

FORWARDED

1. DC/BSD
5E56 Hqs.

4/4

[Signature]

Ernie:

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C/BSO

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As I advised in our phone conversation, Article V, section 4 must be read, if at all possible, in a manner which will give effect to all its terms. The last sentence would then be interpreted to provide alternatives which would be applicable for a vacancy with less than one year to run and one with over one year to run, respectively. Accordingly, I have no legal objection to the Board appointing a new social/cultural representative to fill a term expiring in 1980. Alternatively, the Board has the authority to hold an advisory election and appoint the individual selected, if they so deserve.

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